

## AMENDED AND RESTATED NOMINATING, ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE CHARTER

### I. STATUS

The Nominating, Environmental, Social and Governance Committee (the "Committee") is a committee of the Board of Directors (the "Board") of Veris Residential, Inc. (the "Company").

### II. PURPOSE

The Committee is responsible for (1) considering and making recommendations to the Board concerning the appropriate size, composition, functions and responsibilities of the Board and its committees; (2) identifying qualified individuals to serve as members of the Board and its committees; (3) recommending policies and procedures to ensure that the Board and its committees are properly constituted and organized to carry out their responsibilities; (4) assisting the Board in developing and implementing the Company's corporate governance principles; (5) exercising general oversight of the Company's corporate governance and considering and making recommendations to the Board with respect to corporate governance matters; (6) exercising oversight of the Company's Chief Executive Officer ("CEO") and "key talent" succession plans; and (7) developing, reviewing and providing on-going support for the Company's strategy related to environmental and social governance ("ESG"), sustainability and corporate responsibility matters, including but not limited to environmental, health, safety, diversity and inclusion, governance, corporate social responsibility, employee relations, human rights, worker safety, natural resource scarcity and sustainability.

### III. MEMBERSHIP

- A. The Committee shall consist of two or more directors, each of whom, in the judgment of the Board of Directors, shall be independent in accordance with the listing standards of the New York Stock Exchange (the "NYSE"). Members of the Committee shall be appointed by the Board of Directors and shall continue to serve until the earlier to occur of the date on which he or she shall: 1) be replaced by the Board; 2) resign from the Committee; or 3) resign from the Board. All members of the Committee may be removed or replaced by a majority vote of the entire Board, and any vacancies on the Committee shall be filled by a majority vote of the entire Board. The Board shall elect a Chair of the Committee (the "Chair").
- B. The Committee shall have the authority to delegate any of its responsibilities to subcommittees, as the Committee may deem appropriate, provided any such subcommittee is composed entirely of independent directors, as defined under the listing standards of the NYSE.

### IV. MEETINGS

- A. Meetings. The Committee shall meet as often as its members deem necessary to perform the Committee's responsibilities, but no less than two times per year. The Committee may meet in person, telephonically or by video conference (or similar technology), and at such times and places as the Committee determines. The Committee may act by unanimous written consent in lieu of a meeting.

- B. Quorum; Voting. A majority of the members of the Committee shall represent a quorum of the Committee and, if a quorum is present, any action approved by at least a majority of the members present shall represent the valid action of the Committee.
- C. Agenda. The Chair shall convene and chair all sessions of the Committee, and in consultation with the Committee members, develop and set agendas for Committee meetings, determine the information needs of the Committee and be responsible for communicating any recommendations of the Committee to the Board in a timely manner. An agenda, together with materials relating to the subject matter of each meeting, shall be sent to the members of the Committee and the Board prior to the meeting. Supplemental materials may be distributed at meetings.
- D. Attendance by Other Directors. Any director who is not a member of the Committee may attend and participate as appropriate in the judgment of the Committee Chair in one or more Committee meetings.
- E. Other Invitees. The Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.
- F. Minutes; Report to the Board. The Committee shall maintain minutes of all its meetings to document its activities and recommendations. At the Board meeting following each Committee meeting, or more often, if requested by the Chair of the Board, the Committee's Chair (or the Chair's designee) shall report to the full Board on the Committee's actions. The Committee Chair may invite company counsel (internal or external) to maintain the Committee minutes.
- G. Chair Absence. The Chair may designate another Committee member to chair a Committee meeting in the Chair's absence.

## V. DUTIES AND RESPONSIBILITIES

- A. Board Composition; Director Nominations. The Committee's duties and responsibilities relating to the composition of the Board and nominees for election to the Board shall consist of the following:
  - 1. assisting the Board with the establishment of criteria for Board membership and periodically reviewing and updating the skills matrix established by the Board for evaluating potential director candidates;
  - 2. identifying individuals qualified to become Board members and evaluating potential director candidates against the skills matrix established by the Board;
  - 3. considering, recommending and recruiting qualified candidates to fill new positions or vacancies on the Board;
  - 4. developing and periodically reviewing policies and procedures for considering shareholder nominations for election to the Board, reviewing director candidates nominated by shareholders, and making recommendations to the Board;
  - 5. conducting the appropriate and necessary inquiries into the backgrounds and qualifications of possible director candidates;
  - 6. recommending qualified director nominees for approval by the Board and election by the Company's shareholders;

7. identifying members of the Board qualified to serve on any committee of the Board and making recommendations to the Board as to committee membership;
8. reviewing all nominations for re-election of directors and reporting to the Board regarding the results of such review; and
9. developing and overseeing the Company's orientation process for newly elected directors and assisting the Board and the Company's management in its implementation.

B. Corporate Governance. The Committee's duties and responsibilities relating to corporate governance matters shall consist of the following:

1. monitoring the independence of the Board, reviewing any actual or potential conflicts of interest of Board members and the Company's senior executives and making recommendations to the Board with respect to any such actual or potential conflicts of interest;
2. reviewing transactions pursuant to the Company's Policy and Procedures with Respect to Related Person Transactions;
3. monitoring and recommending the functions of the various committees of the Board;
4. overseeing the evaluation of members of the Board and its committees and the Company's senior executives;
5. receiving comments from all directors and reporting annually to the Board with an assessment of the Board's performance;
6. making recommendations on the structure of Board and committee meetings, including as to whether any Board members, senior executives or other persons should be invited to attend any Board or committee meetings (or any portions thereof) for the purpose of participating in discussions;
7. identifying and bringing to the attention of the Board current and emerging corporate governance trends and making recommendations to the Board with respect to corporate governance matters;
8. developing and recommending to the Board a set of Corporate Governance Principles applicable to the Company, reviewing and assessing the adequacy of such guidelines annually and recommending any changes the Committee deems appropriate for the Board's consideration;
9. periodically reviewing and assessing the adequacy of the Company's Insider Trading Policy, and making recommendations to the Board with respect thereto;
10. reviewing and recommending to the Board retirement and other tenure policies for directors;
11. periodically reviewing, assessing and making recommendations to the Board with respect to the Company's plans and procedures for responding to shareholder activism;
12. reviewing any shareholder proposals and making recommendations to the Board with respect to actions to be taken in response to such proposals;

13. reviewing disclosures included in the Company's proxy statement regarding the Company's director nomination process and other corporate governance matters;
14. reviewing and making recommendations to the Board regarding the outside activities of Board members and the Company's senior executives, including such persons' service on outside boards of directors; and
15. regularly assessing the adequacy of the Company's continuing director education programs.

C. Succession Planning. The Committee's duties and responsibilities relating to succession planning shall consist of the following:

1. periodically reviewing the succession plan for the CEO;
2. periodically reviewing the succession and development plans for the CEO's direct reports and any other key talent below the direct reports to the CEO; and
3. periodically reviewing the corporation's talent, diversity and organizational plans.

D. ESG, Sustainability and Corporate Responsibility Matters. The Committee's duties and responsibilities relating to ESG, sustainability and corporate responsibility matters shall consist of the following:

1. staying abreast of ESG, sustainability and corporate responsibility trends, public policy, regulation, legislation and risks;
2. assisting the Board in evaluating, and making recommendations to the Board regarding, sustainability and corporate responsibility strategies that are in the Company's best interests;
3. periodically (but no less than annually) review and evaluate the Company's relevant ESG, sustainability and corporate responsibility strategies, policies, programs, practices, public disclosure and reports, as well as management's associated performance goals relating thereto, and make recommendations to the Board and management concerning such matters;
4. in the Committee's discretion, coordinating its review and evaluation of the Company's relevant ESG, sustainability and corporate responsibility strategies, policies, programs, practices and reports with the other pertinent committees appointed by the Board, including but not limited to the Compensation Committee concerning, for example, matters related to diversity, equity and inclusion initiatives, and the Audit Committee concerning, for example, matters relating to required public disclosure and/or reporting, as applicable; and
5. working with Company management to shape the Company's ESG, sustainability and corporate responsibility message to investors and other stakeholders in the context of the Company's strategy to create long-term shareholder value.

E. Other Duties and Authority. The Committee shall perform any other activities required by applicable law, rules or regulations, including the rules of the NYSE, and perform other activities that are consistent with this Charter, the Company's certificate of incorporation and bylaws, and governing laws, as the Committee or the Board deems necessary or appropriate. While acting within the scope of the powers and responsibilities delegated to

it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

## **VI. PERFORMANCE EVALUATION**

The Committee shall conduct an annual performance evaluation of itself.

## **VII. COMMITTEE AUTHORITY AND RESOURCES**

- A. The Committee, upon request to and approval by the Board, may select, employ, and retain internal or outside counsel, experts, and financial, accounting or other professional advisors or consultants as the Board determines are appropriate to assist the Committee in the full performance of its duties hereunder, and all fees, costs and expenses incurred in connection therewith shall be borne by the Company. The Board shall have the authority to approve the fees and other retention terms of any such counsel, experts, and financial, accounting, or other professional advisors or consultants.
- B. The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm's fees and other retention terms.
- C. The Committee shall have full access to all books, records, facilities, information, and personnel of the Company as deemed necessary or appropriate by the Committee to discharge their responsibilities and perform their duties hereunder. The Committee may request that directors, officers or employees attend the Committee's meetings (or a portion thereof) to provide such pertinent information as the Committee requests.
- D. The Board may, in its discretion, pay a reasonable fee to the Committee members to compensate them for their time spent as a Committee member and shall authorize the reimbursement by the Company of members of the Committee for all of their reasonable out of pocket expenses.

## **VIII. COMMITTEE CHART**

The Committee shall review at least annually the adequacy of this Charter and recommend any changes to the Board for approval. This Charter shall be made available on the Company's website.

## **IX. CHARTER REVISION AND APPROVAL HISTORY**

May 4, 2023 – initial charter approved

March 4, 2024 – amended charter approved